

## **EXHIBIT 6**



**Banco Santander, S.A.  
Resolution Plan for U.S. Operations**

**Public Section**

**December 31, 2013**



# 1. Section 1: Public Section

## Introduction

### U.S. Resolution Plan

Banco Santander, S.A. ("Santander") has developed this resolution plan (the "Plan") for the U.S. operations of Santander as required under Title I, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the regulations jointly promulgated by the Board of Governors of the Federal Reserve System (the "FRB") at 12 C.F.R. Part 243 and the Federal Deposit Insurance Corporation (the "FDIC") at 12 C.F.R. Part 243 (the "SIFI Rule").

The Dodd-Frank Act mandates that a bank holding company – or a foreign bank regulated as a bank or financial holding company under Section 8(a) of the International Banking Act of 1978 - with assets of \$50 billion or more develop a plan for its rapid and orderly resolution in the event of material financial distress or failure. The purpose of this provision is to provide regulators with plans that would enable them to liquidate failing financial companies that pose a significant risk to the financial stability of the United States in a manner that mitigates such risk.

The Plan provides a detailed roadmap for the orderly resolution of the U.S. operations of Santander under a hypothetical stress scenario and failure.

Santander is a global banking organization headquartered in Madrid, Spain, and is treated as a bank holding company under Section 8(a) of the International Banking Act of 1978, and has elected to be treated as a financial holding company pursuant to the Gramm-Leach-Bliley Act of 1999. Santander is the "Covered Company" for the purposes of the Plan. The legal entity structure of Santander in the United States is a reflection of its business model based on independent subsidiaries, as explained later in this Plan.

Consistent with the SIFI Rule, Santander's Plan addresses its U.S. operations, which are conducted through material entities ("Material Entities"): Santander Holdings USA, Inc. ("SHUSA"), Santander Bank, N.A. ("SBNA" or the "Bank"), Santander Consumer USA, Inc. ("SCUSA"), Geoban, S.A. ("Geoban"), Ingenieria de Software Bancario, S.L. ("Isban"), Produban Servicios Informaticos Generales, S.L. ("Produban") and Santander Global Facilities, S.L. ("SGF"); and, core business lines ("CBLs"): SBNA Core Consumer, SBNA Mortgage Banking, SBNA Commercial Real Estate, and SCUSA Auto Lending, as explained in Sections A and B below.

In addition to the Material Entities, Santander owns, directly or indirectly, the following subsidiaries or branches: Santander's New York branch, a foreign branch with \$14.8 billion in assets regulated by the New York State Department of Financial Services ("Santander NYB"); Abbey National Treasury Services plc's Connecticut branch, a foreign branch with \$7.8 billion in assets regulated by the Connecticut Department of Banks; Santander Investment Securities Inc., a New York broker-dealer regulated by the Securities Exchange Commission (the "SEC") and the Financial Industry Regulatory Authority ("FINRA") that is subject to resolution as a member of the Securities Investor Protection Corporation ("SIPC"); and Banco Santander International, an Edge Act corporation based in Miami Florida with \$5 billion in assets, subject to supervision by the FRB. Santander's Portuguese bank subsidiary, Totta & Accores Inc., is based in Newark, New Jersey.